

Minneapolis Office
Suite 1000 Soo Line Building
105 South Fifth Street
P.O. Box 530
Minneapolis, Minnesota 55440
Tel. (612) 337-7665
Fax (612) 347-8203

Chicago Office
550 West Jackson Boulevard
Suite 370
Chicago, Illinois 60661
Tel. (312) 831-0600
Fax (312) 831-0622

Albany Office
200 Clifton Corporate Park
P.O. Box 8002
Clifton Park, New York 12065
Tel. (518) 383-7206
Fax (518) 383-7250

Vice-President Legal Services
Toronto (416) 860-8354
Associate Vice-President Legal Services
Montreal (514) 380-7681

Canadian Pacific Legal Services

Writer's Direct Number (612) 337-7639

June 30, 1994

Minneapolis Office
Wayne C Serkland
U.S. Regional Counsel
Fern B A'bers
Barry McGrath
Patrick J McPartland
Assistant U.S. Regional Counsel

John F Cook
Jean L Findorff
Patrick J Nugent
Glenn Olander-Quamme
Larry D Starns
General Attorneys

John C Holden
Attorney

Larry E Long
Government Affairs

Chicago Office
Thomas L Hogan
General Attorney - Chicago
Randall V TeWinkle
General Attorney - Chicago

Albany Office
Timothy G Mulcahy
General Attorney - Albany

Ms. Mildred Lee
Interstate Commerce Commission
Room 2303
12th and Constitution Ave. N.W.
Washington, D.C. 20423

0100299007

RECORDATION NO. **8597-E** FILED 1425

JUL 1 - 1994 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation
Soo Line Railroad Second Equipment
Trust of 1976
Primary Document Recordation No. 8597

Dear Ms. Lee:

I have enclosed duly acknowledged duplicate originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Equipment Trust and Lease, a secondary document, dated as of May 25, 1994.

The primary document to which this is connected is recorded under Recordation No. 8597.

The names and addresses of the parties to the document are as follows:

Trustee, Lessor and Vendor:	First Bank National Association 200 S. Sixth Street Minneapolis, MN 55402
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Lessee:	Soo Line Railroad Company Soo Line Building P.O. Box 530 Minneapolis, MN 55440
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RECEIVED
JUL 1 1994
U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C.

Ms. Mildred Lee
Interstate Commerce Commission
Page Two
June 30, 1994

A description of the equipment covered by the document follows:

- a. 100 100-ton 4,750 cubic feet covered hopper cars with roller bearings and gravity outlets. Soo Line road numbers 74534 to 74633, both inclusive.
- b. 200 52'6" 100-ton high side gondola cars with roller bearings. Soo Line road numbers 63332 to 63531, both inclusive.
- c. 2 100-ton 4,750 cubic feet capacity covered hopper cars. Soo Line road numbers 75132 to 75133.
- d. 6 52'6" 100-ton gondola cars, bearing Soo Line road numbers 64006 to 64011, inclusive.

A fee of \$18.00 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return the extra originals, bearing appropriate recordation data to Maureen O'Shea, Legal Assistant, Soo Line Railroad Company, Soo Line Building, Suite 1000, P.O. Box 530, Minneapolis, MN 55440.

A short summary of the document to appear in the index follows:

Termination of Equipment Trust and Lease dated as of May 25, 1994, to Soo Line Railroad Second Equipment Trust and Lease of 1976 with Recordation No. 8597, dated as of December 1, 1976, as amended, and covering the following equipment: (see list of equipment set forth above).

Very truly yours,


Jean L. Findorff

MPO/ljd

Enclosures

JUL 1 - 1994 - 2 30 PM

TERMINATION OF AGREEMENT
AND LEASE

INTERSTATE COMMERCE COMMISSION

This Termination of Agreement and Lease, dated as of May 25th, 1994, by and among Soo Line Railroad Company, a corporation organized and existing under the laws of the State of Minnesota, with principal office and place of business in the Soo Line Building, City of Minneapolis, Minnesota (hereinafter sometimes called the "Company"), and First Bank National Association (formerly known as First National Bank of Minneapolis), a national banking association duly incorporated and existing under the laws of the United States of America, with its office in the City of Minneapolis, Minnesota (hereinafter called "Trustee"),
WITNESSETH

WHEREAS, J. W. Scanlan and D. R. Cadwallader, "Vendors", Company and Trustee are parties to that certain Agreement and Lease, both dated as of December 1, 1976, known as the Soo Line Railroad Second Equipment Trust of 1976 and covering the purchase and lease of:

- a. 100 100-ton 4,750 cubic feet covered hopper cars with roller bearings and gravity outlets. Soo Line road numbers 74534 to 74633, both inclusive.
- b. 200 52'6" 100-ton high side gondola cars with roller bearings. Soo Line road numbers 63332 to 63531, both inclusive.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of September 6, 1978, and recorded with the Interstate Commerce Commission on September 11, 1978, supplementing the Soo Line Railroad Second

Equipment Trust of 1976 and covering the purchase and lease of two (2) 100-ton 4,750 cubic feet capacity covered hopper cars. Soo Line road numbers 75132 and 75133.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on February 29, 1980, supplementing the Soo Line Railroad Second Equipment Trust of 1976 and covering the purchase and lease of six (6) 52'6" 100-ton gondola cars, bearing Soo Line road numbers 63977 to 63982, inclusive, and

WHEREAS, Company and Trustee are parties to that certain Amendment to the Supplemental Lease dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on March 14, 1980, which stated that the car numbers contained in the Supplemental Lease were in error and amended the Supplemental Lease to cover the purchase and lease of six (6) 52'6" 100-ton gondola cars, bearing Soo Line road numbers 64006 to 64011, inclusive, and

WHEREAS, Company, Trustee, and J. W. Scanlan and D. R. Cadwallader ("Vendors") were parties to that certain Agreement dated as of June 16, 1986, which was filed with the Interstate Commerce Commission on February 4, 1987, whereby the Vendors assumed by Trustee, with the Company's consent thereto; and

WHEREAS, Company has met, discharged, and cancelled all the interests of the Trustee and the holders of the Trust Certificate in the Soo Line Railroad Second Equipment Trust of 1976; and

WHEREAS, said Lease has been terminated and all payments made by Company have been applied and treated as purchase money for the full purchase price of said freight train cars and locomotives, and title to all such equipment has vested in the Company, and all other terms and conditions contained in the Soo Line Railroad Second Equipment Trust of 1976 have been fully performed by Company;

NOW, THEREFORE, the parties hereto do hereby agree as follows:

1. The Soo Line Railroad Second Equipment Trust of 1976 and all Supplemental Leases and Amendments thereto are hereby terminated.

2. Trustee and Vendors hereby release any and all liens, encumbrances, claims of ownership or other claims of every sort and nature which they have or may have against the following described equipment:

- | | | |
|----|-----|--|
| a. | 100 | 100-ton 4,750 cubic feet covered hopper cars with roller bearings and gravity outlets. Soo Line road numbers 74534 to 74633, both inclusive. |
| b. | 200 | 52'6" 100-ton high side gondola cars with roller bearings. Soo Line road numbers 63332 to 63531, both inclusive. |
| c. | 2 | 100-ton 4,750 cubic feet capacity covered hopper cars. Soo Line road numbers 75132 to 75133. |
| d. | 6 | 52'6" 100-ton gondola cars, bearing Soo Line road numbers 64006 to 64011, inclusive. |

IN WITNESS WHEREOF, Company and Trustee have caused this instrument to be executed in their respective names by their respective officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested.

ATTEST:

Leresa A. Keener
Its Assistant Secretary

SOO LINE RAILROAD COMPANY

By: *John C. Miller*
Its: *V.T. Controller*

ATTEST:

R. B. Wilson
Its ASSISTANT Secretary

FIRST BANK NATIONAL ASSOCIATION

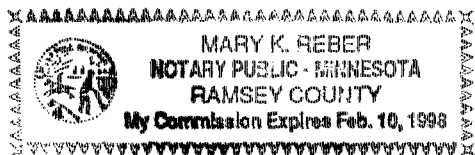
By: *[Signature]*
Its: *A.V.P.*

I hereby certify that a copy of this document was deposited in the Office of the Registrar General of Canada on the 9th day of June, A.D. 19 94 at 2.00 p.m.

J. Greenelle
Deputy Registrar General of Canada

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 15th day of June, 1994, before me personally appeared Scott Shrothoff, to me personally known, AVR of the First Bank National Association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

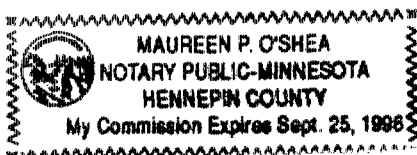


Mary K. Reber
Notary Public

My Commission expires: 2-10-98

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 23 day of May, 1994, before me personally appeared John C. Miller, to me personally known, who, being each by me duly sworn did say that he is Vice President and Controller of the Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Maureen P. O'Shea
Notary Public

My Commission expires: 9/25/96